

**GERMAN VILLAGE SOCIETY, INC.
CONSTITUTION AS AMENDED
EFFECTIVE AUGUST 20, 2009**

PREAMBLE

A dream long dormant in the hearts of several of its founders culminated in the organization of the German Village Society, whose members have dedicated themselves to the preservation and restoration of the property in German Village and to the retention of its charm and unique old-world atmosphere.

Caretakers of a Legacy

The German Village Society is dedicated to retaining the character and distinction of the past, while creating a thriving and contemporary community in German Village.

**CONSTITUTION
ARTICLE I - NAME**

Section I

This organization, incorporated under the laws of the State of Ohio as a non-profit corporation, shall be known as "The German Village Society, Inc."

ARTICLE II - OBJECTS

Section I

The objects of the German Village Society, Inc. shall be to unite those interested in the preservation, restoration and improvement of an area in the near south side of the City of Columbus, Ohio designated as German Village; and

- a) For the purpose of perpetuating pride and understanding of the heritage of the Columbus German Village, a nationally recognized historic restoration area;
- b) For the purpose of fostering historic restoration within German Village and, by illustration and example, other similar architecturally significant areas in Columbus and elsewhere;
- c) To foster civic involvement in public projects of benefit to German Village and the Columbus community;
- d) To support other public and charitable groups for the betterment of the citizens of German Village and Columbus;
- e) To adopt rules and regulations to facilitate the transaction of their business and create public respect; and
- f) To promote high standards of conduct among its members in their dealings with one another and with the public.

In furtherance of the above purposes, the Society shall be governed by the following rules:

No part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No loans shall be made by the Society to its trustees or officers. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or against any candidate for public office. Notwithstanding any other provision of these Articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Society hereby expresses the continuing intent to qualify as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - MEMBERSHIP

Section 1

The Board shall have full power over the classifications of the membership in the Society including the right to change the present classifications and to establish such new classifications as they deem best. The Board also shall have the power to establish and change the terms and conditions of any classifications, including the dues structure.

Section 2

Every person applying for membership and every member shall be of good character and of good standing in the community. Unless information is submitted to the contrary, every application shall be approved by the Board of Trustees.

Section 3

Membership in the Society is to be maintained by regular renewal of membership as prescribed by the Board.

ARTICLE IV - BOARD OF TRUSTEES

Section 1

Except as provided in Article IV, Section 8, the Board of Trustees shall consist of twelve (12) voting members and one (1) non-voting member. Among the twelve (12) voting members, four (4) shall be elected each year by the members of the Society for a term of three (3) years each, in the manner provided in the By-Laws. The remaining non-voting member shall be appointed by

the President and approved by the Board of Trustees; this appointed member shall have been a resident of German Village for at least ten years immediately prior to his or her appointment.

Section 2

The Board shall determine the policies and activities of the Society, approve applications for membership, elect the various officers of the Society, approve all disbursements, counsel with the various committees and, in general, shall have entire charge and management of the affairs of the Society, and perform such other duties as are prescribed in the By-Laws.

Section 3

Each member of the Board shall be a member of the Society in good standing at the time of nomination and election.

Section 4

Any vacancy on the Board of Trustees shall be filled by a majority of the Board selecting a person to serve as a member of the Board for the unexpired term.

Section 5

Any member of the Board of Trustees may be removed at any time by (a) a two-thirds (2/3) vote of the Board of Trustees, or (b) a two-thirds (2/3) vote of the membership at a membership meeting. Such vacancy shall be filled as outlined in Article IV, Section 4.

Section 6

No member of the Board of the Society shall be paid or receive any salary, wages, or compensation for services rendered to the Society; nor shall any pecuniary or financial gain accrue to any person by reason of holding the office of a member of the Board of Trustees.

Section 7

No Trustee shall hold office for more than two consecutive terms. No Trustee who has held office for two consecutive terms may serve again until out of office for one full term. For the purposes of this section, any person who serves one half or more of a term shall be considered to have served one term.

Section 8

In addition to the members of the Board of Trustees as specified in Article IV, Section 1, the Board of Trustees shall include any individual appointed or elected to the Board prior to August 20, 2009, until the expiration of the term to which they were appointed or elected. Subject to Article IV, Section 7, these members are eligible for appointment or election to the Board pursuant to Article IV, Section 1.

ARTICLE V - OFFICERS

Section 1

The officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Trustees may also elect an assistant to the Secretary, who shall not be an officer.

Section 2

Each officer shall be a member of the Society in good standing at the time of nomination and election.

Section 3

The officers shall have the powers and perform the duties for their offices as described in the By-Laws.

Section 4

The Board of Trustees may remove any officer at any time by a three-fourths (3/4) vote of the entire Board of Trustees.

Section 5

In the event of a vacancy in the office of the President, the Vice-President shall succeed to the office for the unexpired term. A vacancy, however, created in the office of Vice-President, Secretary, or Treasurer shall be filled for the unexpired term by a majority of the remaining members of the Board of Trustees.

Section 6

No officer of the Society shall be paid or receive any salary, wages or compensation for services rendered to the Society; nor shall an pecuniary or financial gain accrue to any person by reason of holding any office in the Society.

Section 7

Any officer or employee, if required by the Board of Trustees, shall give bond for the faithful performance of the duties in such sum and with such surety as the Board of Trustees may require. The Society will pay the expense of such bond.

Section 8

All officers shall be elected in October of each year by the Board of Trustees in the manner provided in the By-Laws and shall serve for a term one (1) year.

ARTICLE VI - MEETINGS AND QUORUMS**Section 1**

There shall be regular and special meetings for the membership of the Society as designated in the By-Laws. There shall be an annual meeting of the members of the Society during each calendar year as scheduled by the Board of Trustees. Notice of each membership meeting and the annual meeting shall be given to the membership at least fifteen (15) days before the meeting.

Section 2

Twenty percent (20%) of all voting members shall constitute a quorum for the transaction of business at any meeting of the Society, except for the annual meeting when those present shall

constitute a quorum. For the purpose of establishing a quorum, those members represented by a valid proxy ballot shall be included in the quorum count as if present.

Section 3

There shall be regular and special meetings for the Board of Trustees as designated in the By-Laws.

Section 4

A majority of the members of the Board shall constitute a quorum for the transaction of business of the Board.

ARTICLE VII - AMENDMENTS

Section 1

This Constitution may be amended by a two-thirds (2/3) vote of the voting members present and voting or represented by a valid proxy ballot at any regular or special meeting duly called and held, a quorum being present, for the purpose of amending the Constitution.

Section 2

For purposes of amendments to this constitution, proxies may be solicited. Each proxy received shall be counted as if the member signing the proxy ballot were present at the meeting and shall be voted as directed by the member signing the proxy ballot.

ARTICLE VIII - DISSOLUTION OF THE SOCIETY

Section 1

The Society shall under no circumstances have the power to dissolve as long as the membership consists of ten (10) or more members. Should, however, the membership of the Society fall below that number of ten (10) members, a majority of these ten (10) members may petition the Probate Court of Franklin County to dispose of all assets of the Society to an organization described in Section 502(c)(3) of the internal Revenue Code of 1986 (or the comparable provision of any later internal revenue law) selected by a majority vote of the remaining members and approved by the Probate Court.

ARTICLE IX - THE SOCIETY AND THE BOARD

Section 1

Whenever the word "Society" is used in this Constitution or in the By-Laws, it shall mean "The German Village Society, Inc."

Section 2

Whenever the word "Board" is used in this Constitution or in the By-Laws, it shall mean "Board of Trustees."

ARTICLE X - ORGANIC REGULATIONS

Section 1

The Society shall not be a means of furthering any religious or political purpose.

Section 2

No one shall use the name or insignia of the Society to sponsor the sale of goods, merchandise, subscriptions, or services, unless specifically approved by the Board of Trustees.

Section 3

The seal of the Corporation shall be in such form as the Board of Trustees may designate and approve.

Section 4

The Society emblem shall be the Imperial German Eagle surmounting a scroll containing the name of the Society and may appear on membership cards and stationery of the Society.

Section 5

The motto of the Society is the motto of the German poet, Goethe, "Ohne Hast aber ohne Rast," (without haste, but without rest).

Section 6

The official colors of the Society shall be red, white, and black.

Section 7

"German Village" is that area as defined by Columbus City Code section 3325.04 as it is enacted as of June 26, 1988.

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GERMAN VILLAGE SOCIETY, INC. BY-LAWS
Amended January and September 2017 by the German Village
Society Board of Trustees

ARTICLE I – MEMBERSHIP

Section 1 – Members

The members of the incorporated association, the German Village Society (“Society”), shall be the voting members of the corporation with all rights granted to such members.

Section 2 – New Members

a.) Membership shall be by application to the Society. Each application must be accompanied by the initial dues for the first year, if applicable.

b.) The Secretary or the staff shall notify board members of the names of new members and add them to the Society roster for all applicable communications and notices.

Section 3 – Termination of Membership

a.) Upon termination of membership for any reason, all rights, title, and interest which such member may have in and to the Society and its assets shall cease to exist and the former member, heirs, assigns, executors, or personal representatives shall not be entitled to any compensation therefore. Terminated members forfeit all rights to use any emblem, insignia, or other designation stating that they are or were members of the Society.

b.) Membership shall terminate upon death, upon submittal of a formal resignation, or upon failure to renew the membership.

c.) If delinquent dues are not paid pursuant to Article VIII, Section 2, membership shall terminate.

Section 4 - Assignment of Membership

A membership or member’s right, title and interest in the Society and its assets cannot be assigned or transferred.

ARTICLE II – BOARD OF TRUSTEES

Section 1 – Appointment of Committees

The Board of Trustees has the right, power, and authority to create and appoint all committees on an annual basis as are deemed necessary and proper to promote and accomplish any and all of the purposes and objects of the Society and shall have the right, power and authority to grant unto said committees all the rights, powers and authority by the Board of Trustees.

Section 2 – Standing Committees

Strategic Planning Priorities are the pillars of the German Village Society's mission. Each pillar is chaired by a member of the Board of Trustees and work is done through the Standing Committees listed under each pillar below.

A. Governance

Governance is the most fundamental responsibility of the Trustees. The following Standing Committees should be led by Trustees unless there are extenuating circumstances:

1. Executive

The officers of the Society constitute the Executive. The Executive may act on behalf of the Board of Trustees between meetings of the Board of Trustees, and may exercise all administrative, fiscal and operations responsibilities of the Society including the governance of the organization. The President is the chair of the Executive and the President may invite the Executive Director to be an ex officio member of the Executive.

2. Organizational Development

Organizational Development annually reviews the constitution and bylaws and recommends any changes needed to effect the efficient management of the Society to the Board of Trustees and Members of the Society. Responsibilities also include the recruitment and recommendation of nominees for both the Board of Trustees and the Officers of the Board. It may establish guidelines for the Trustee election and provide Board governance, training, advice and counsel to assist the Board as needed.

3. Finance

Finance is responsible for the financial management and stability of the Society. This includes but is not limited to budgets, audits, tax returns, and expenditures. This group works closely with the Executive Director in proposing and monitoring

all financial matters, including the operating budget and the various investment funds and accounts.

4. Long Range Planning

Long Range Planning is responsible for developing, reviewing, and monitoring long-range and strategic planning for the German Village Society. This is where new ideas are formulated and evaluated for future initiatives, including the incubation of ideas. This group annually reviews progress in the strategic plan and suggests ways to better implement the plan.

B. Historic Preservation and Preservation Education

Historic Preservation and Preservation Education is responsible for all matters relating to the preservation of German Village and education about present implementation of preservation techniques as well as about our history as a preservation leader. This includes preservation practices and theory as it gives meaning and relevance to urban living in present times.

C. Advocacy

Advocacy is responsible for all matters relating to the Society's civic relations and improvement, infrastructure issues within the City of Columbus, and liaison activities with other organizations and public bodies.

D. Quality of Life

Quality of Life shall have responsibility for overseeing the work of the groups whose activities primarily influence the quality of life in German Village.

E. Development

Development is one of the core focus areas for the Trustees, other leaders, and staff. As a non-profit 501 © 3 organization German Village Society must annually raise its operating budget as well as funds for a host of top priorities within the strategic plan.

ARTICLE III – OFFICERS

Section 1 – Elected Officers

The officers shall consist of a President, Vice-President, Secretary, and Treasurer.

Section 2 – President

- a.) The President is the principal executive officer and head of the Society and shall have control in the management of its business and affairs, subject to the approval of the Board of Trustees.
- b.) With the consent and approval of the Board of Trustees, the President shall have the right, power, and authority to create and appoint from among the members of the Society such committees or subcommittees as may from time to time be deemed necessary and proper, and shall grant to each such committee or subcommittee the rights, powers and authority necessary to accomplish the purpose for which the committee or subcommittee was created.
- c.) The President shall have the right, power and authority to remove any member or members from any committee or subcommittee created or appointed and to revoke or modify the rights, power and authority of such committee or subcommittee.
- d.) The President has the authority to execute all conveyances of real estate and all papers, contracts and documents that may be required by the Board of Trustees or are necessary and proper to carry on the business of the Society,
- e.) The President shall preside at all meetings of the Society and of the Board of Trustees.

Section 3 – Vice President

The Vice President shall preside over meetings of the Society or Board of Trustees in the absence of the President. In the absence or inability of the President to act, the Vice-President is vested with all the powers and shall perform all the duties of the President, and shall otherwise assist the President as required.

Section 4 – Secretary

- a.) The Secretary or a designee shall attend each meeting of the Board of Trustees of the Society and keep a record of the business transacted and the votes upon any business done at any meeting. The Secretary shall perform all duties required by the law or by the order of the President or the Board of Trustees.
- b.) The Secretary shall be responsible for the handling of all correspondence and will file and preserve all written records of the Society except financial records and shall be responsible for the maintenance of an accurate record of all members including their names, addresses, status of membership, and any other information of importance to the Society.

c.) On expiration of the term of office, the Secretary shall turn over to the successor, or to the Board of Trustees, all books, papers, records, and other property of the Society in the possession of the Secretary at that time.

Section 5 – Treasurer

a.) The Treasurer shall keep all money of the Society and pay Society obligations upon proper authority. All checks, drafts and notes of the Society shall be signed by an officer of the Society. The Treasurer shall supervise and control all keeping of the books and accounts of the Society, shall keep records of all Society funds and other assets and shall make such records, books and accounts available for inspection by the President, the Board of Trustees, or any committee appointed for that purpose. The Treasurer shall make reports monthly, or as otherwise required by the President or Board of Trustees, showing the financial condition of the Society. The Treasurer is responsible to ensure that the annual audit is complete and that all appropriate tax returns are filed.

b.) The Treasurer shall deposit all funds of the Society in such bank or banks as may be designated by the Board of Trustees. The Treasurer shall collect the initial fees and regular dues from the members, and notify the Secretary of any change of status of any member due to financial causes.

c.) On expiration of the term of office, the Treasurer shall turn over to the successor to the Board of Trustees all books, papers, records, money, and other property of the Society in the possession of the Treasurer at that time.

ARTICLE IV – ELECTION OF TRUSTEES

Section 1 - Organizational Development Committee

The President shall annually appoint an Organizational Development Committee. The Organizational Development Committee shall consist of two (2) members of the Board of Trustees and two (2) members of the Society who are not members of the Boards of Trustees. The Organizational Development Committee shall nominate not less than one (1) candidate for each of the vacant seats on the Board. The President of the Society shall break any tie votes of the Committee.

The Organizational Development Committee shall:

1. Annually review the By-Laws and Constitution and recommend to the Board of Trustees and Members any changes needed to effect the efficient management of the Society;
2. Provide Board governance, training, advice, and counsel to assist the Board;

3. Annually recruit and recommend nominees for a.) the Board of Trustees and Officers of the Board; and
4. May establish guidelines for election to the Board of Trustees.

Section 2 - Guidelines for Nomination

The Organizational Development Committee shall recruit candidates and identify nominees with the skills and experiences needed by the Board of Trustees for the efficient management of the Society. Nominated candidates should demonstrate previous involvement and service on a committee or event of the German Village Society.

Section 3 – Nominations

In addition to the members nominated by the Nominating Committee, any Society member may nominate, in writing, a candidate for any of the seats on the Board of Trustees, subject to Section 2 of this Article IV, provided that the member or members submit a petition signed by ten (10) members who back the candidacy for the seat, together with a statement by the nominee, that, if elected, the member will serve as an active member of the Board.

Section 4 - Election Officials

The President shall appoint annually two people to serve as Election Officials. Both must be Society members and one may be a board member. These individuals will oversee all aspects of the voting process for board members. No one shall disclose the number of votes received by any nominee.

Section 5 - Ballots

Ballots shall be prepared by Society staff under the direction of the Organizational Development Committee Chair and shall be sent to all members.

Section 6 - Elections

The members elected to the new terms on the Board of Trustees shall be the candidates having the greatest number of votes. The Election Officials shall report the results of the election to the President of the Board of Trustees immediately. The President shall notify each candidate of the results of the election.

Section 7 – Terms of Trustees

Consistent with the terms of office as set forth in Article IV, Section I of the Constitution, in the event of any vacancy in any specified Trustee term of office, the remaining Trustees may appoint any member to fill the vacant term of office.

The Trustees may adjust the terms of any term of office of an appointed Trustee to stagger those terms as necessary.

Section 8 – Mid-Term Appointment of Trustees

Pursuant to Article IV, Section 1 of the Constitution, the term of a Trustee is three (3) years per term. In the event of a vacancy on the Board, Article IV, Section 4 of the Constitution allows for the appointment of a member by the remaining Trustees. When an appointment is made within the first eighteen (18) months of a vacant term, the remainder of that term shall be considered to have served a full term under Article IV, Section 7 of the Constitution.

ARTICLE V – ELECTION OF OFFICERS

Section 1 – Organizational Development Committee

The Organizational Development Committee shall nominate at least one (1) but no more than two (2) candidate(s) for each office. All nominees must be board members.

Section 2 – Election

- a.) The chairperson of the Organizational Development Committee shall place in nomination the names of the candidates selected by the committee.
- b.) The President will then entertain nominations from the floor for each office.
- c.) Each member of the Board of Trustees shall vote by written ballot supplied by the chairperson of the Organizational Development Committee.
- d.) The chairperson of the Organizational Development Committee shall tabulate the ballots, and announce the name of the candidate receiving the greatest number of votes for each contested office. The chairman of the committee shall not, however, disclose the number of votes cast for each candidate. The President shall verify the accuracy of the tabulation, and then destroy the ballots.

ARTICLE VI – MEETINGS

Section 1 – Society Members – Regular Meetings

Regular meetings of the members of this Society, inclusive of the annual meeting, may be held at a time and place to be selected by the Board of Trustees, and written notice of such meeting shall be given to the members by the Secretary.

Section 2 – Society Members – Special Meetings

Special meetings of the members may be called at any time by the President, or by any five (5) members of the Board of Trustees, or by five percent (5%) of the members of the Society. Notice of all special meetings shall be given by the parties making the call thereof.

Section 3 – Society Members – Meeting Notices

Notice of regular as well as special Society meetings shall be given by delivering to each member a written notice of said meeting and the time and place, selected for the holding therefore, which notice shall specify the purpose and indicate the business that will come before the meeting. Such notice shall be delivered in person or mailed or emailed to each member at least one (1) week before the date of said meeting. No business shall be considered at a special meeting except that stated in the notice.

Section 4 – Society Members – Voting Privileges

At all meetings, only those members present or represented by valid proxy shall be entitled to vote. In advance of the voting, the Board of Trustees shall determine what constitutes a valid proxy ballot.

Section 5 – Board of Trustees – Regular Meetings

The regular meetings of the Board of Trustees shall be held at least once each month at a time and place to be selected by the President.

Section 6 – Board of Trustees – Special Meetings

Special meetings of the Board of Trustees may be called at any time by the President, or upon the President's order, or by three or more members of the Board of Trustees.

Section 7 – Board of Trustees – Minutes

Minutes of each regular and special meeting of the Board of Trustees shall be kept by the Secretary, and such minutes shall be available for examination by the members of the Society.

ARTICLE VII – YEARLY SCHEDULE OF EVENTS

Section 1 - Call for the Election of Trustees - *February*

Prior to the end of February, the membership will be asked by the Organizational Development Committee to provide names to the Organizational Development Committee of members to be considered for a term on the Board of Trustees.

Section 2 - Nominations and Petitions - June

The Organizational Development Committee will announce nominations for candidates for the Board of Trustees at the June Board of Trustees meeting. Petitions from the membership for nomination pursuant to Article IV, Section 3 of the By-Laws must be received no later than two (2) weeks after the June Board meeting. Such petitions shall be presented at the German Village Society Office.

Section 3 - Slate of Candidates for Trustees - July

An official slate of candidates nominated pursuant to Article IV of these By-Laws will be approved at the July Board meeting.

Section 4 – Election - August

The Election Committee (Article IV Section 4) will distribute ballots as soon as possible after a slate of candidates has been approved to all members in good standing as of the date of distribution. Votes must be postmarked or received within three (3) weeks after distribution.

Section 5 – Term of Office – October

The newly elected trustees will start their new term during the October board meeting.

Section 6 – Board Officer Elections – October

Nomination and election of board officers will be at the October board meeting.

Section 7 – Annual Meeting

The Annual Meeting will be held at a time and date determined by the Board.

Section 8 – Budget – December

The budget of the German Village Society will be presented and discussed by the November board meeting and approved by the December board meeting.

ARTICLE VIII – FINANCIAL MATTERS

Section 1 – Dues

Annual dues for all member classifications shall be in such amounts as the Board of Trustees shall from time to time determine. Dues shall be payable upon receipt of an application for membership and annually thereafter.

Section 2 – Delinquencies

A member, who shall have paid all initial dues and whose dues are not more than sixty (60) days delinquent, is a member of the Society in good standing.

Section 3 - Funds Management

- a.) All funds received by the Society shall be delivered to the Treasurer or designated staff who shall deposit said funds in an account approved by the Board of Trustees.
- b.) The Treasurer is hereby authorized to invest Society funds.
- c.) All accounts and balances shall be reported monthly to the Board of Trustees.
- d.) Upon recommendation of the Finance Committee, the Board of Trustees shall annually authorize the preparation of an IRS Form 990 and annually an audit, a financial statement review and/or an agreed upon procedures engagement of all Society accounts by an independent certified public accountant. An audit of all Society accounts shall be authorized by the Board of Trustees at least once every five (5) years.

Section 4 – Annual Operating Budget

The Treasurer, in conjunction with the Finance Committee, shall prepare annually an operating budget of anticipated revenue and expenditure for all accounts established by the Board of Trustees.

The budget shall be adopted by the Board of Trustees. No budget may be approved if a deficit is predicted.

ARTICLE IX – FISCAL

The fiscal year of the Society shall begin on the first day of January and end on the 31st day of December.

ARTICLE X - RULES OF ORDER

Robert's Rules of Order, revised, shall be the final authority as to Parliamentary Procedure of meetings of this Society, insofar as they do not conflict with any provisions of the By-Laws or the Constitution.

ARTICLE XI – AMENDMENT AND REPEAL

By-Laws of the Society may be amended or repealed by two-thirds (66 – 2/3%) of the Board. Any proposed change in the By-Laws shall be mailed to the membership at least fifteen (15) days prior to the date of vote. The amendment or repeal of By-Laws may be proposed by the Board of Trustees, or by a petition in writing signed by fifty (50) members of the Society; any such proposal shall be submitted to the Board, after notice to the members of the Society, for consideration and vote.

ARTICLE XII – DEFINITIONS

Wherever the Constitution or the By-Laws requires notification of members by mail or a form of written communication, the Board of Trustees may use electronic communications delivery of that notification as meeting the Constitutional and/or By-Law requirement. Written communication shall always be provided to any member requesting such communication.